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| AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT | | | 1. CONTRACT ID CODE | PAGE OF PAGES 1 2 |
| 2. AMENDMENT/MODIFICATION NO. P00041 | 3. EFFECTIVE DATE SEE BLOCK 16C | 4. REQUISITION/PURCHASE REQ. NO. | 5. PROJECT NO. (If applicable) | |
| 6. ISSUED BY COMMANDER, 02-31B SPACE AND NAVAL WARFARE SYSTEMS COMMAND 4301 PACIFIC HIGHWAY SAN DIEGO, CA 92110-3127 G. Moran, 02-31B, (858)537-0440, morang@spawar.navy.mil | CODE N00039 | 7. ADMINISTERED BY (If other than Item 6) CODE DCMC Atlanta, Greensboro Area Office Lucent Residency PO Box 20046, Guilford Center Greensboro, NC 27420-0046 rberrylacy@dcmdc.dla.mil | | |
| 8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) LUCENT TECHNOLOGIES, INC. 5440 MILLSTREAM ROAD McLeansville, NC 27301 | | 9A. AMENDMENT OF SOLICITATION NO. | | |
| CODE 09JX9 | | 9B. DATED (SEE ITEM 11) | | |
| FACILITY CODE | | 10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0040 | | |
| | | 10B. DATED (SEE ITEM 13) 29 July 1997 | | |
| 11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS | | | | |

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:

(a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter of telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

To Be Specified on the Individual Delivery Orders

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS.
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.


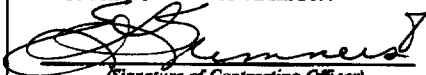
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| (✓) | A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES |
| | B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b) |
| X | C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual Agreement of the Parties, Section H.3 clause Technology Improvements and the Clause at I 9, FAR 52.217-9 Option To Extend The Term Of The Contract (MAR 1989) |
| | D. OTHER |

E. IMPORTANT: Contractor is not X is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to update the Cisco Product Catalog, Add the following verbiage to Section G, Paragraph G7 Preparation and Submission of Invoices as follows "LAW FAR 32.102(d), the Ordering Officer may authorize partial payments on the individual delivery orders. By authorizing partial payments the Government does not relinquish its right to formal acceptance of all goods and services under the delivery orders.", and Exercise the option for Contract Year 4 (CY4) for the period 29 July 2000 through 28 July 2001 as indicated on the following pages:

Continued on Page 2

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|--|------------------------------------|---|------------------------------------|
| 15A. NAME AND TITLE OF SIGNER (Type of print): KL BOBBY R. QUEEN, V.I.V.D. CONTRACT SPECIALIST | | 16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) CARLA BROWN | |
| 15B. CONTRACT/OFFEROR  (Signature of person authorized to sign) | 15C. DATE SIGNED 7/26/00 | 16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer) | 16C. DATE SIGNED 7-28-00 |

1. Replace SCLIN 4770BE Cisco Product Catalog dtd 23 August 1999 from modification P00034 with the Cisco Product Catalog dtd Apr 2000, IAW Exhibit P41 A1E Enterprise Connectivity, Interoperability, Communications and Management. The discount remains the same at 26% off list price and is valid until 30 September 2000. The Cisco Product Catalog dated April 2000 is available on the World Wide Web at: (http://www.lucent.com/vivid/contract/catalog_prices.html or <http://www.it-umbrella.navy.mil>)
2. Section G, Clause G7. PREPARATION AND SUBMISSION OF INVOICES is changed to read as follows: "The Contractor shall prepare invoices in accordance with the instructions in Part I clause 52.212-4(g) "Invoice." ." IAW FAR 32.102(d), the Ordering Officer may authorize partial payments on the individual delivery orders. By authorizing partial payments the Government does not relinquish its right to formal acceptance of all goods and services under the delivery orders . The Contractor shall submit invoices to:
******The DFAS payment offices identified in paragraph G21******
3. Replace Section G, P00040 with Section G, P00041, which is available on the World Wide Web at: (http://www.lucent.com/vivid/contract/catalog_prices.html or <http://www.it-umbrella.navy.mil>)
4. Pricing changes as a result of the recalculations stipulated in Part H - Addenda for Special Terms and Conditions, Paragraphs H32 Price Indexation and H40 Lease Indexation have been incorporated into all effected pricing exhibits.
5. As a result of exercising the option for Contract Year 4, all the pricing Exhibits (Btables) (See Below) are replaced in their entirety and are available on the World Wide Web at:
(<http://www.lucent.com/vivid/products/catalog.html#clins> and <http://www.it-umbrella.navy.mil>)
 - Exhibit P41A1A Digital Switching Systems
 - Exhibit P41A1B Modernization of GOE Switching Systems
 - Exhibit P41A1C End User Equipment Part B3
 - Exhibit P41A1D Sonet Multiplexers
 - Exhibit P41A1E Enterprise Connectivity, Interoperability, Communications and Management
 - Exhibit P41A1F Hardware and Software
 - Exhibit P41A1G Ship to Shore Connectivity
 - Exhibit P41A1H Local Access
 - Exhibit P41A3-Cabling
 - Exhibit P41B1-SPCM
 - Exhibit P41B2-RRPCM
 - Exhibit P41 C Tng
 - Exhibit P41D1A Labor
 - Exhibit P41D1B Manuals
 - Exhibit P41D1C Install ReqAnal Survey
 - Exhibit P41D2 Custom Outsource
 - Exhibit P41E1 ODC's
6. All other terms and conditions of contract N68939-97-D-0040 remain unchanged and in full force and effect.